

Zone Telecom, LLC

SCHEDULE OF EXHIBITS

Exhibit A	Delaware Certificate of Good Standing/ South Carolina Certificate of Authority
Exhibit B	Officers, Directors and Legal Counsel
Exhibit C	Financial Statements
Exhibit D	Resumés of Key Personnel
Exhibit E	Proposed Local Exchange Tariff (CLEC)

Zone Telecom, LLC

EXHIBIT A

South Carolina Certificate of Authority

Delaware Certificate of Good Standing

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

Delaware

MAY 25 2011

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The First State

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE
CORPORATION UNDER THE NAME OF "ZONE TELECOM, INC." TO A DELAWARE
LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ZONE TELECOM,
INC." TO "ZONE TELECOM, LLC", FILED IN THIS OFFICE ON THE
TWENTY-FOURTH DAY OF MARCH, A.D. 2011, AT 6:38 O'CLOCK P.M.

110531-0294
ZONE TELECOM, LLC

FILED: 05/25/2011

Filing Fee: \$110.00 ORIG

Mark Hammond

South Carolina Secretary of State



3242585 8100V

110607447



You may verify this certificate online
at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock
AUTHENTICATION: 8784149

DATE: 05-24-11

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the corporation first formed is June 13, 2000.
4. The name of the Corporation immediately prior to filing this Certificate is Zone Telecom, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Zone Telecom, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 24th day of March, A.D. 2011.

By: Eamon P.M. Egan
Eamon P.M. Egan, Authorized Person

Delaware

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The First State

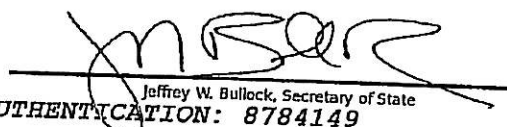
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF CERTIFICATE OF FORMATION OF "ZONE TELECOM, LLC"
FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MARCH, A.D.
2011, AT 6:38 O'CLOCK P.M.



3242585 8100V

110607447

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8784149

DATE: 05-24-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:38 PM 03/24/2011
FILED 06:38 PM 03/24/2011
SRV 110338521 - 3242585 FILE

CERTIFICATE OF FORMATION
OF
ZONE TELECOM, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is Zone Telecom, LLC.

SECOND: The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are the Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of March 24th, 2011.


Eamon P.M. Egan

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZONE TELECOM, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF MAY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ZONE TELECOM, LLC" WAS FORMED ON THE THIRTEENTH DAY OF JUNE, A.D. 2000.

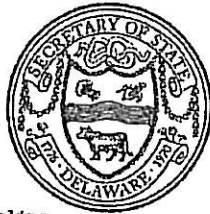
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3242585 8300

110607419

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8784107

DATE: 05-24-11

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authorization

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

ZONE TELECOM, LLC, A Limited Liability Company duly organized under the laws of the State of DELAWARE, and issued a certificate of authority to transact business in South Carolina on July 28th, 2000, with a duration that is at will, has as of this date filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-44-809 of the South Carolina Code, and that the company has not filed a certificate of cancellation as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
31st day of May, 2011.


Mark Hammond, Secretary of State

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZONE TELECOM, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JUNE, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ZONE TELECOM, LLC" WAS FORMED ON THE THIRTEENTH DAY OF JUNE, A.D. 2000.

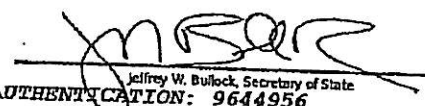
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3242585 8300

120741014

You may verify this certificate online
at corp.delaware.gov/authvar.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9644956

DATE: 06-14-12

Zone Telecom, LLC

EXHIBIT B

Officers, Directors and Legal Counsel, Regulatory Consultant

Officers, Directors and Legal Counsel, Regulatory Counsel

Officer overseeing South Carolina Operations

Joseph O'Hara, Chief Financial Officer
Zone Telecom, LLC
3130 Pleasant Run, Springfield, IL 62711
Springfield, IL 62711
Telephone: (877) 366-2674
Facsimile: (217) 698-0100
Email: regulatoryaffairs@anpisolutions.com
Website: <http://www.zonetelecom.com/>

Legal Counsel

Scott Elliott
Elliott & Elliott, PA
1508 Lady Street
Columbia, SC 29201
Telephone: 803-771-0555
Facsimile: 803-771-8010
selliott@elliottlaw.us

Copy to: Judith A. Riley
Regulatory Consultant
PO Box 720128
Oklahoma City, OK 73172-0128
Telephone: 405-755-8177
Facsimile: 405-755-8377
Email: jriley@telecompliance.net

Zone Telecom, LLC

EXHIBIT C

Financial Statements

FILED AS CONFIDENTIAL – UNDER SEAL

CONFIDENTIAL

Zone Telecom LLC
Consolidated Balance Sheets
December 31, 2011 and 2010

ASSETS

Cash and cash equivalents
Accounts receivable (net)
Due from affiliate
Other current assets
Net fixed assets
Net intangible assets
Other long term assets

Total assets

	December 31, 2011		December 31, 2010
\$	REDACTED	\$	REDACTED
	REDACTED		REDACTED
	REDACTED		REDACTED
	REDACTED		REDACTED
	REDACTED		REDACTED
	REDACTED		REDACTED
	REDACTED		REDACTED
\$	REDACTED	\$	REDACTED

LIABILITIES AND STOCKHOLDERS' EQUITY

Accounts payable
Current portion of long-term debt
Other current liabilities
Long-term debt
Common stock
Additional paid-in capital
Capital Contribution*
Retained earnings

Total liabilities and stockholders' equity

\$	REDACTED	\$	REDACTED
	REDACTED		REDACTED
	REDACTED		REDACTED
	REDACTED		REDACTED
	REDACTED		REDACTED
	REDACTED		REDACTED
	REDACTED		REDACTED
	REDACTED		REDACTED
\$	REDACTED	\$	REDACTED

*January 1 - April 15 net income is included in Capital Contribution

Zone Telecom LLC
Consolidated Statements of Income
December 31, 2011 and 2010

	December 31, 2011	December 31, 2010
MOU	REDACTED	REDACTED
Sales	\$ REDACTED	\$ REDACTED
Cost of sales	REDACTED	REDACTED
Gross Profit	REDACTED	REDACTED
Operating Expenses	REDACTED	REDACTED
Income (loss) from Operations	REDACTED	REDACTED REDACTED
Other income (expense)	REDACTED REDACTED	REDACTED REDACTED
Income taxes	REDACTED REDACTED	REDACTED REDACTED
Net income (loss)	\$ REDACTED	\$ REDACTED REDACTED

Zone Telecom LLC
Consolidated Statements of Cash Flows
December 31, 2011 and 2010

Cash Flow from Operating Activities

	December 31, 2011	December 31, 2010
Net Income	REDACTED	REDACTED
Adjustments to Net Income (Loss)		
Amortization & Depreciation	REDACTED	REDACTED
Bad Debts	REDACTED	REDACTED
Deferred Income Tax Expense	REDACTED	REDACTED
(Gain) Loss on Disposal of Assets	REDACTED	REDACTED
Effects of Changes in Operating Assets & Liabilities		
Accounts Receivable	REDACTED	REDACTED
Other Current Assets	REDACTED	REDACTED
Increase (decrease) in liabilities		
Accounts Payable	REDACTED	REDACTED
Other Current Liabilities	REDACTED	REDACTED
Net Cash Provided by (Used in) Operating Activities	REDACTED	REDACTED

Cash Flows from Investing Activities

Investment in Property and Equipment	REDACTED	REDACTED
Net Cash Flow from Investing Activities	REDACTED	REDACTED

Cash Flow from Financing Activities

Principal Payments on Long-term Debt	REDACTED	REDACTED
Partner Contributions	REDACTED	REDACTED
Net Cash Flow from Financing Activities	REDACTED	REDACTED

Net Increase (Decrease) in Cash	REDACTED	REDACTED
Cash at Beginning of Period	REDACTED	REDACTED
Cash at End of Period	REDACTED	REDACTED

End of Confidential Information

Zone Telecom, LLC

EXHIBIT D

Résumés of Key Personnel

Dave Lewis, Chief Executive Officer

Dave serves as chief executive officer for Zone Telecom, LLC and ANPI, LLC. He has over 20 years of experience in the telecommunications industry beginning with the Illinois Commerce Commission where he coordinated the Commission's examination of numerous telecommunications policy matters. Dave also served in the Office of Chairman and Commissioners where he provided analysis and counsel on telecommunications matters to the Commissioners of the ICC.

Dave joined GVNW Consulting in 1991, where he provided a variety of services from regulatory policy formation to strategic and business planning services to the rural local exchange carrier community for more than a decade. During his tenure with GVNW, he held several positions including consulting manager, vice president and partner.

As the conceptual founder of ANPI, LLC, Dave developed the business case behind the company and personally directed all aspects of ANPI's inception and growth. He directed the formulation of the company's service sets, back office support systems, organizational structure as well as its supplier, member relationships and contracts.

Dave holds bachelor's degrees in political science and economics from the University of Illinois at Urbana-Champaign.

Joseph O'Hara, Chief Financial Officer

Joseph O'Hara serves as the chief financial officer for Zone Telecom, LLC and ANPI, LLC. Joe joined ANPI, LLC in 2000 and has served numerous management positions with increasing responsibility for the organization. He is currently responsible for corporate finance, treasury, accounting, financial reporting, taxation and regulatory compliance.

While responsible over the finance function, Joe worked to secure capital for the organization through multiple private placement offerings, and establish and maintain the organization's credit facilities. During his tenure with ANPI, he has held positions in operations, finance and accounting. Additionally, Joe has led numerous discrete projects including development and evaluation of business models, capital budgeting and investment analysis, business formation, and business/project valuation, and matters concerning legal affairs.

Joe is a licensed Certified Public Accountant in Illinois, and holds a master's of business administration with a finance concentration from the University of Illinois at Urbana-Champaign.

Eamon Egan, Senior Vice President

Eamon Egan is the senior vice president of Zone Telecom, LLC and ANPI, LLC. Eamon joined ZONE as vice president in 2001 and became chief financial officer in 2006. Prior to joining ZONE in the United States, Eamon served as vice president internationally with e-KONG Group, Ltd. Before e-KONG Group, Ltd. he was president of Summedia, Inc. and Experience Publications, Ltd. As a corporate lawyer he has advised on legal matters and transactions in Asia, Europe and throughout North America.

Eamon earned a B.A. in political science and economics and a LL.B. from the University of Manitoba.